Edgar Filing: KEYCORP /NEW/ - Form 4/A

KEYCORP / Form 4/A July 30, 2013										
July 30, 2013OMBFORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549OMBCheck this box if no longer subject to Section 16. Form 4 or Form 5 									PPROVAL 3235-0287	
									urs per	
(Print or Type R	Responses)									
1. Name and A Carrabba Jos	:	2. Issuer Name and Ticker or Trading Symbol KEYCORP /NEW/ [KEY]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) C/O KEYCORP, 127 PUBLIC SQUARE			3. Date of Earliest Transaction (Month/Day/Year) 07/27/2013			(Check all applicable) <u>X</u> Director Officer (give title <u>10%</u> Owner Other (specify below)				
(Street) 4. If An Filed(M			Filed(Mo	If Amendment, Date Original led(Month/Day/Year) 7/27/2013			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
CLEVELAN	ND, OH 44114						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Repo	ort on a separate line	e for each clas	ss of sect	urities benet	-	-	or indirectly.	ection of	SEC 1474	

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of 8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	omf Derivative	Expiration Date	Underlying Securities I
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4) S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) Disp (D)	bosed of tr. 3, 4,				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Shares	<u>(1)</u>	07/27/2013		M <u>(2)</u>		8,723	07/27/2013	07/27/2013	Common Shares	8,723

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Carrabba Joseph A C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Х						
Signatures							

Frank P. Esposito Jr. POA for Joseph A. Carrabba

07/30/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each Deferred Share was the economic equivalent of one KeyCorp Common Share. On July 27, 2013, 4,362 of Mr. Carrabba's Deferred Shares were settled for an equal number of KeyCorp Common Shares.

These shares were incorrectly reported as withheld in payment of taxes under Transaction Code "F" in a prior filing on July 30, 2013. The(2) Deferred Shares, which converted into Common Shares in accordance with the exemption under Rule 16b-3, are properly reported herein under Transaction Code "M".

(3) Includes approximately 269 dividend-equivalent Deferred Shares accrued through July 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.